



THUNDELARRA

EXPLORATION LTD

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Thundelarra Exploration Ltd
ABN 74 950 465 654
ARBN 085 782 994

I/We (name of shareholder)
of (address)
being a member/members of Thundelarra Exploration Limited HEREBY APPOINT
(name)
of (address)
and/or failing him (name)
of (address)
or failing that person then the Chairman of the Annual General Meeting as my/our proxy to vote for me/us and on
my/our behalf at the Annual General Meeting of the Company to be held on Friday 27 February 2004 at 10.30am at
Level 2, Meeting Room, QV1 Building, 250 St George's Terrace, Perth, Western Australia and at any adjournment
of the meeting.

Should you so desire to direct the Proxy how to vote, you should place a cross in the appropriate box(es) below:

I/We direct my/our Proxy to vote in the following manner:

		For	Against	Abstain
Resolution 1	Re-election of Rick Crabb as a Director	☐	☐	☐
Resolution 2	Re-election of Malcolm Randall as a Director	☐	☐	☐
Resolution 3	Grant of Options to Philip Crabb	☐	☐	☐
Resolution 4	Grant of Options to Frank DeMarte	☐	☐	☐
Resolution 5	Grant of Options to Brian Richardson	☐	☐	☐
Resolution 6	Grant of Options to Rick Crabb	☐	☐	☐
Resolution 7	Grant of Options to Malcolm Randall	☐	☐	☐
Resolution 8	Grant of Options to Jeremy Caddy	☐	☐	☐

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

*If you do not wish to direct your proxy how to vote, please place a mark in this box.
By marking this box, you acknowledge that the Chairman may exercise your proxy even
if he has an interest in the outcome of Resolutions 3-8 and votes cast by him other
than as proxy holder will be disregarded because of that interest.*

☐

The Chairman intends to vote in favour of Resolutions 3 – 8 in relation to undirected proxies.

This Proxy is appointed to represent _____% of my voting right, or if 2 proxies are appointed Proxy 1 represents _____% and Proxy 2 represents _____% of my total votes.
Note, if a specific proportion of the shareholder's voting rights is not specified then each proxy may exercise half of the shareholder's voting rights.
My total voting right is _____ shares

If the shareholder is an individual:

Signature: _____

Name: _____

If the shareholder is a company:

Affix common seal (if required by Constitution)

 Director/Sole Director and Secretary

 Director/Secretary

Dated: 2004.

A self addressed envelope is enclosed for the return of your completed Proxy Form to the Thundelarra Share Registry. Alternatively, your proxy form can be faxed to (08) 9323 2033.

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
2. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed under either the common seal of the corporation or under the hand of an officer of the company or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by at least one of the joint shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the company, must accompany the proxy form.
5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this General Meeting by post or facsimile to the respective addresses stipulated in this proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
 - (c) if the proxy is Chairperson, the proxy must vote on a poll and must vote that way, and
 - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit.

7. The Chairman intends to vote *in favour* of all resolutions set out in the Notice.